

P19-001 ELECTRONIC VOTING RESOLUTION

WHEREAS, Article IX, Section 1(c) of the Bylaws states that the Board of Directors (“Board”) shall have all of the powers and duties necessary for the administration of the affairs of the Association and may exercise powers and duties as are not required by the Act or the Association Documents to be exercised and done by the members; and

WHEREAS, Article VIII of the Articles of Incorporation provide that the affairs of the Association shall be managed by the Board. IV, Section 4.1 (4) and (6) of the Bylaws permit the Board to adopt and amend any reasonable rules and regulations not inconsistent with the Governing Documents, and to enforce the provisions of the Governing Documents, respectively; and

WHEREAS, Section 55-513 of the Virginia Property Owners Association Act provides that “the board of directors shall have the power to establish, adopt, and enforce rules and regulations with respect to... areas of responsibility assigned to the association by the declaration, except where expressly reserved by the declaration to the members.”; and

WHEREAS, Section 13.1-847.1(D) of the Virginia Nonstock Corporation Act (“Act”) states that “If authorized by the board of directors, any member vote to be taken by written ballot may be satisfied by a ballot submitted by electronic submission by the member... provided that such electronic submission shall either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the member...”; and

WHEREAS, Section 13.1-848 of the Act provides that the Board may accept a vote if the name signed on a vote, consent, waiver or proxy appointment corresponds with the name of a member; and

WHEREAS, Section 59.1-485 of the Virginia Uniform Electronic Transactions Act (the “UETA”) governs electronic transactions within Virginia and provides that an electronic signature and an electronic transmission have the same legal effect as non-electronic signatures and transmissions; and

WHEREAS, the Board has determined it to be in the best interests of the Association to permit and regulate the use of electronic voting at meetings of the Association.

NOW THEREFORE, it is hereby RESOLVED THAT the following procedures related to electronic voting are hereby adopted:

I. Definitions

Any term used in this resolution which is defined in section 59.1-480 of the UETA shall have the meaning set forth in the UETA. Certain definitions are reproduced here for ease of reference.

1. “Electronic agent” means a computer program or an electronic or other automated means used independently to initiate an action or respond to electronic records or performances in whole or in part, without review or action by an individual.
2. “Electronic transmission” means any form of communication not directly involving the physical transmission of paper that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.
3. “Electronic signature” means an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record.
4. “Information processing system” means an electronic system for creating, generating, sending, receiving, storing, displaying, or processing information.
5. “Security procedure” means a procedure employed for the purpose of verifying that an electronic signature, record, or performance is that of a specific person or for detecting changes or errors in the information in an electronic record. The term includes a procedure that requires the use of algorithms or other codes, identifying words or numbers, encryption, or callback or other acknowledgment procedures.
6. “Transaction” means an action or set of actions occurring between two or more persons relating to the conduct of business, commercial, or governmental affairs.

II. Legal References Confirming Association Authority to Accept Votes by Electronic Transmission

1. Section 13.1-847.1(D) of the Act provides that any member vote to be taken by written ballot may be satisfied by a ballot submitted by electronic transmission if authorized by the Board.
2. Section 13.1-848 of the Act provides that the Board may accept a vote if the name signed on a vote, consent, waiver or proxy appointment corresponds with the name of a member.
3. Section 59.1-485 of the UETA provides that an electronic signature and an electronic transmission have the same legal effect as non-electronic signatures and transmissions.
4. The act of casting a ballot is a business transaction between the Association and its members.
5. Section 59.1-483 of the UETA applies to electronic transactions where each party agrees to conduct such transactions by electronic means. This resolution forms such an agreement between Association members and the Board. As such, all electronic transmission of votes must comply with both the Act and the UETA.

III. Procedure for Casting Votes by Electronic Transmission

1. Electronic submission of votes shall be permitted, and this Article III shall be applicable to, votes to be taken by Association members upon a stated proposal, or for the election of directors. In the event that electronic voting is utilized for the

election of directors, such votes shall be kept secret in accordance with the Association's Bylaws.

2. Hiring of E-Voting Firm. The Board shall have the authority to select and contract with an electronic voting company which employs an electronic agent and information processing system to administer any matter to be voted on electronically. In the event an electronic voting company is selected by the Board, the Association members shall utilize such system and the procedures established by the selected electronic voting company, if any, shall control over those set forth below.
3. In-House E-Voting. If the Board decides not to utilize the services of an electronic voting company, the Board may accept member votes sent by electronic transmission when such transmission contains the requisite information that will allow an objective determination that the member in fact authorized the transmission. Such transmission may be by facsimile or electronic mail. It may also be made by sending information electronically to an electronic agent or secure, reliable information processing system (website) specifically authorized by the Board to accept such information.
4. Information to be Provided. Before a member may send their vote by electronic transmission, the member shall provide the Board with the following information:
 - i. The type of electronic transmission or information processing system to be used (i.e., electronic mail, web site, etc.), unless a single method is specified by the Board.
 - ii. For each medium specified, the member shall include:
 - a. The electronic signature that they will affix to the vote, which may be constituted of a unique code or phrase issued through verifiable means to a resident that shall act in place of a physical signature.
 - b. All required information pertinent to the submission.
 - c. IP address and meta-data that may be automatically collected by the program or software, but that will not be used for identifying members if a vote is required to be a secret ballot in accordance with Association Bylaws.
 - iii. Upon receipt of an electronic transmission, the Board shall consider whether the electronic signature is:
 - a. Unique to the signer,
 - b. Capable of verification,
 - c. Linked to the record in such a manner that it can be determined if any data contained in the record was changed subsequent to the electronic signature being affixed to the record, and,
 - d. Created by a method appropriately reliable for the purpose for which the electronic signature was used and/or acceptable based on the standards of the industry.
 - e. The Board may consider any other relevant and probative evidence affecting the authenticity and/or validity of the electronic signature.

Collectively, these features form the basis upon which the Board may determine whether the member authorized the transmission. The Board may reject the electronic

transmission if the above features are unclear, provided that the Board shall specify the information upon which it relied in determining the vote invalid.

IV. Procedure for Submitting Proxies by Electronic Transmission

1. A proxy must be executed in writing, be dated, shall be signed by a person having authority at the time of the execution thereof to execute deeds on behalf of that person, shall be valid only for the particular meeting designated therein and any continuation thereof, and shall be filed with the Secretary.
2. The Association shall accept a facsimile signature on a proxy when sent by electronic transmission or submitted to an electronic agent or information processing system.
3. Where the Bylaws require a signature or record to be notarized, acknowledged, verified, or made under oath, the requirement is satisfied if the electronic signature of the person authorized to perform those acts, together with all other information required to be included by other applicable law, is attached to or logically associated with the signature or record. The member may sign the proxy electronically.

Exeter Homeowners Association
 Resolution Action Record

Resolution Pertaining to: Procedures Relating to Electronic Voting (P19-001)

Duly adopted at a meeting of the Board of Directors held March 28, 2019.

Motion by: _____

Seconded by: _____

VOTE

	YES	NO	ABSTAIN	ABSENT
Christopher Tuck, President	_____	_____	_____	_____
Andrew Dunn, Vice President	_____	_____	_____	_____
Misha Ptak, Treasurer	_____	_____	_____	_____
Jeremy Williams, Secretary	_____	_____	_____	_____
Shannon Cook, Member-at-Large	_____	_____	_____	_____
Matthew Smith, Member-at-Large	_____	_____	_____	_____

Resolution Effective Date: March 28, 2019

ATTEST: I hereby certify that a vote was duly taken and the Board of Directors adopted the above Resolution on the 28th day of March, 2019.

 Jeremy Williams, Secretary

March 28, 2019
 Date